

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

:
In re: : **Chapter 11**
SUNEDISON, INC., et al., : **Case No. 16-10992 (SMB)**
Reorganized Debtors.¹ : **Jointly Administered**
:
:

**OMNIBUS ORDER GRANTING APPLICATIONS FOR ALLOWANCE
AND PAYMENT OF (A) INTERIM COMPENSATION FOR SERVICES RENDERED
DURING THE FIFTH INTERIM FEE PERIOD (B) FINAL COMPENSATION FOR
SERVICES RENDERED DURING THE ENTIRE CASE PERIOD**

Upon consideration of the applications (each an “Application” and collectively the “Applications”) [Docket Nos. 4670, 4672, 4673, 4674, 4675, 4676, 4677, 4678, 4679, 4680, 4681, 4682, 4683, 4684, 4685, 4686, 4687, and 4697] of the professionals (the “Professionals”) listed on Schedule A annexed hereto seeking entry of an order (the “Order”) allowing and

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A); Sunflower Renewable Holdings 1, LLC (6273); Blue Sky West Capital, LLC (7962); First Wind Oakfield Portfolio, LLC (3711); First Wind Panhandle Holdings III, LLC (4238); DSP Renewables, LLC (5513); Hancock Renewables Holdings, LLC (N/A); Buckthorn Renewables Holdings, LLC (7616); Greenmountain Wind Holdings, LLC (N/A); Rattlesnake Flat Holdings, LLC (N/A); Somerset Wind Holdings, LLC (N/A); SunE Waiawa Holdings, LLC (9757); SunE MN Development, LLC (8669); SunE MN Development Holdings, LLC (5388); SunE Minnesota Holdings, LLC (8926); Terraform Private Holdings, LLC (5993); Hudson Energy Solar Corporation (3557); SunE REIT-D PR, LLC (5519); SunEdison Products, LLC (4445); SunEdison International Construction, LLC (9605); Vaughn Wind, LLC (4825); Maine Wind Holdings, LLC (1344); First Wind Energy, LLC (2171); First Wind Holdings, LLC (6257); and EchoFirst Finance Co., LLC (1607). The last four digits of Debtor Everstream HoldCo Fund I, LLC’s tax identification number are 9564. The address of the Reorganized Debtors’ corporate headquarters is Two CityPlace Drive, 2nd floor, St. Louis, MO 63141.

authorizing compensation for services rendered and reimbursement of expenses for the fifth interim fee period, from September 1, 2017 through December 29, 2017 (the “Fifth Interim Fee Period”) and for the entire case period, from April 21, 2016 through December 29, 2017 (the “Entire Case Period”),² pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “Local Guidelines”), and this Court’s orders authorizing the employment and retention of the Professionals [Docket Nos. 112, 260, 361, 369, 370, 502, 503, 511, 513, 639, 734, 737, 808, 809, 810, 811, 1618, and 2219]; and no formal objections having been filed with respect to any Application; and a hearing having been held before this Court to consider the Applications on March 27, 2018; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C §§ 1408 and

² The Applications of certain Professionals who were retained later in these chapter 11 cases request final allowance of fees generated and reimbursement of expenses incurred over a shorter period of time that commenced on a date after the April 21, 2016 Petition Date (as defined in the Second Amended Plan of Reorganization of SunEdison, Inc. and its Debtor Affiliates [Docket No. 3735] (as may be amended, modified, or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”)). Specifically, (i) the Application filed by Brown Rudnick LLP [Docket No. 4678] covered, on a final basis, the period from December 1, 2016 through December 29, 2017, (ii) the Application filed by Keen-Summit Capital Partners LLC [Docket No. 4679] covered, on a final basis, the period from June 20, 2016 through April 30, 2017, and (iii) the Application filed by Kobre & Kim LLP [Docket No. 4686] covered, on a final basis, the period from September 15, 2016 through December 29, 2017.

1409; and notice having been given pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2); and sufficient cause having been shown therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Applications are hereby approved on an interim basis in the amounts and to the extent provided in Schedule A attached hereto, and on a final basis in the amounts and to the extent provided in Schedule B attached hereto.

2. Pursuant to Schedule A (and subject to any qualifications and exclusions set forth therein), 100% of the fees and 100% of the expenses sought in each Application are allowed and payable on an interim basis for the Fifth Interim Fee Period.

3. Pursuant to Schedule B (and subject to any qualifications and exclusions set forth therein), 100% of the fees and expenses sought by each Professional for the Entire Case Period, including all fees generated during the period from April 21, 2016 through and including August 31, 2016 (the “First Interim Fee Period”), the period from September 1, 2016 through and including December 31, 2016 (the “Second Interim Fee Period”), the period from January 1, 2017 through and including April 30, 2017 (the “Third Interim Fee Period”), the period from May 1, 2017 through August 31, 2017 (the “Fourth Interim Fee Period”), and the Fifth Interim Fee Period (collectively, the “Interim Fee Periods”)³ are approved on a final basis (the allowed amount as to each Professional, the “Professional Claims”). All of the amounts set forth on Schedule B have been reconciled by the Reorganized Debtors and confirmed by each Professional.

³ To the extent there are any discrepancies between the amounts set forth in Schedule B and any amounts set forth in either Schedule A or any prior order allowing fees and expenses for the Interim Fee Periods, Schedule B shall control.

4. Any outstanding holdback amounts from the Interim Fee Periods are hereby allowed and the Reorganized Debtors are authorized to pay such allowed amounts.

5. The requirements set forth in the Local Guidelines are satisfied by the contents of the Applications.

6. The Reorganized Debtors are hereby authorized and directed to remit to each Professional the allowed amounts to which such Professional is entitled as represented by the allowed Professional Claims. Such payment shall be less all amounts previously paid to such Professional on account of such allowed fees and expenses and the Professional's respective contribution to the Voluntary Professional Fee Reduction⁴ (the "Remaining Payment Amount"). The Remaining Payment Amount owed to each Professional shall first be paid from the Holdback Escrow Account on account of such Professional, then from the administrative expense account established by the Debtors on the Effective Date to account for various administrative costs, and then, thereafter, any remaining allowed amounts owed to a Professional shall be paid by the Reorganized Debtors.

7. For the avoidance of doubt, while the fees and expenses for the Entire Case Period set forth on Schedule B are allowed in full (based on actual fees generated and expenses incurred by each Professional), in accordance with the terms of the Plan and the Committee/BOKF Plan Settlement, each Professional has voluntarily agreed to its respective contribution to the Voluntary Professional Fee Reduction and thus will not be paid on account of such amounts.

⁴ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

8. As provided in the Plan and the Committee/BOKF Plan Settlement, \$2,250,000 – the agreed upon amount of the Investigation/Prosecution Cap – shall be paid by the Reorganized Debtors to certain Professionals retained by the Creditors' Committee for fees and expenses with respect to its investigation of various liens, rights of, and claims against the Debtors' prepetition secured lenders, all as more specifically permitted pursuant to the Original DIP Facility Order and the Replacement DIP Facility Order. On the Effective Date, the Reorganized Debtors set aside \$2,250,000.00 on account of the Investigation/Prosecution Cap for such payments, which payments shall be made to the applicable Professionals by the Reorganized Debtors in the amounts set forth in Schedule B hereto.

9. Nothing in this Order shall limit the right of any Professional to seek payment from the Reorganized Debtors for fees generated or expenses incurred following the Effective Date of the Plan arising from the preparation and prosecution of the Applications.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of this Order.

11. This Order is a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of the other Professionals.

12. The Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to implementation of this Order.

Dated: New York, New York

April 11, 2018

/s/ STUART M. BERNSTEIN

HONORABLE STUART M. BERNSTEIN

Schedule A

Case No: 16-10992 (SMB) (Jointly Administered)

Case Name: In re: SUNEDISON, INC., *et al.*

CURRENT INTERIM FEE PERIOD September 1, 2017 – December 29, 2017								
Applicant	Date/Document Number of Application	Interim Fees Requested on Application	Fees Allowed¹	Fees to be Paid for Current Fee Period	Holdback Amounts for Fee Periods Through 12/29/17²	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
Alvarez and Marsal North America, LLC <i>Financial Advisor for the Official Committee of Unsecured Creditors</i>	3/6/18 Docket No. 4697	\$613,506.00	\$613,506.00	\$613,506.00	\$449,872.50	\$613,506.00	\$13,520.13	\$13,520.13
Brown Rudnick LLP <i>Special Litigation Counsel to the Debtors</i>	2/27/18 Docket No. 4678	\$6,460.00	\$6,460.00	\$6,460.00	\$261,719.13	\$6,460.00	\$515.72	\$515.72
Cohen & Gresser LLP <i>Special Counsel to the Debtors</i>	2/27/18 Docket No. 4680	\$3,792,838.50	\$3,792,838.50	\$3,792,838.50	\$1,243,147.25	\$3,792,838.50	\$500,785.86	\$500,785.86
Ernst & Young LLP <i>Tax Services Provider for the Debtors</i>	2/27/18 Docket No. 4676	\$361,559.13	\$361,559.13	\$361,559.13	\$167,443.16	\$361,559.13	\$707.20	\$707.20

DATE ON WHICH ORDER WAS SIGNED: 4/11/2018

INITIALS: SMB USBJ

CURRENT INTERIM FEE PERIOD September 1, 2017 – December 29, 2017								
Applicant	Date/Document Number of Application	Interim Fees Requested on Application	Fees Allowed ¹	Fees to be Paid for Current Fee Period	Holdback Amounts for Fee Periods Through 12/29/17 ²	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
Eversheds Sutherland (International) LLP <i>Special Counsel to the Debtors</i>	2/27/18 Docket No. 4685	\$258,099.13	\$258,099.13	\$258,099.13	\$162,987.24	\$258,099.13	\$0.00	\$0.00
Joseph Hage Aaronson LLC <i>Special Litigation Counsel to the Debtors</i>	2/27/18 Docket No. 4682	\$19,090.00	\$19,090.00	\$19,090.00	\$32,108.85	\$19,090.00	\$407.50	\$407.50
Kobre & Kim LLP ³ <i>Special Counsel to the Official Committee of Unsecured Creditors</i>	2/27/18 Docket No. 4686	\$42,880.50	\$42,880.50	NA ³	NA	NA	\$2,651.12	NA ³
KPMG LLP <i>Auditor and Tax Consultant to the Debtors</i>	2/27/18 Docket No. 4683	\$37,667.80	\$37,667.80	\$37,667.80	\$114,614.72	\$37,667.80	\$96,259.20	\$96,259.20

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INITIALS: SMB USBJ

CURRENT INTERIM FEE PERIOD September 1, 2017 – December 29, 2017								
Applicant	Date/Document Number of Application	Interim Fees Requested on Application	Fees Allowed¹	Fees to be Paid for Current Fee Period	Holdback Amounts for Fee Periods Through 12/29/17²	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
Lazard Freres and Co. LLC <i>Investment Banker to the Official Committee of Unsecured Creditors</i>	2/27/18 Docket No. 4673	\$8,237,500.00	\$8,237,500.00	\$8,237,500.00	\$361,387.10	\$8,237,500.00	\$0.00	\$0.00
McKinsey Recovery & Transformation Services U.S., LLC <i>Restructuring Advisor for the Debtors</i>	2/27/18 Docket No. 4675	\$0.00	\$0.00	\$0.00	\$1,417,295.92	\$0.00	\$9,958.75	\$9,958.75
Morrison & Foerster LLP <i>Special Renewable Energy Counsel to the Official Committee of Unsecured Creditors</i>	2/27/18 Docket No. 4674	\$26,489.50	\$26,489.50	\$26,489.50	\$322,393.01	\$26,489.50	\$475.47	\$475.47
Pricewaterhouse Coopers LLP <i>Financial Advisors to the Debtors</i>	2/27/18 Docket No. 4681	\$1,033,924.50	\$1,033,924.50	\$1,033,924.50	\$1,404,642.69	\$1,033,924.50	\$4,751.31	\$4,751.31

DATE ON WHICH ORDER WAS SIGNED: 4/11/2018

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CURRENT INTERIM FEE PERIOD September 1, 2017 – December 29, 2017								
Applicant	Date/Document Number of Application	Interim Fees Requested on Application	Fees Allowed¹	Fees to be Paid for Current Fee Period	Holdback Amounts for Fee Periods Through 12/29/17²	Total Fees to be Paid	Interim Expenses Requested	Expenses to be Paid for Current Fee Period
Prime Clerk LLC <i>Administrative Agent to the Debtors</i>	2/27/18 Docket No. 4670	\$45,244.10	\$45,244.10	\$45,244.10	\$28,266.05	\$45,244.10	\$472.12	\$472.12
Rothschild Inc. <i>Financial Advisor and Investment Banker for the Debtors</i>	2/27/18 Docket No. 4684	\$983,870.97 ⁴	\$983,870.97	\$0.00	NA	\$0.00	\$9,104.27	\$9,104.27
Skadden, Arps, Slate, Meagher & Flom LLP <i>Counsel to the Debtors</i>	2/27/18 Docket No. 4672	\$4,479,501.51	\$4,479,501.51	\$4,479,501.51	\$6,943,450.02	\$4,479,501.51	\$98,308.88	\$110,752.68 ⁵
Togut Segal & Segal LLP <i>Co-Counsel to the Debtors</i>	2/27/18 Docket No. 4677	\$1,066,321.50	\$1,066,321.50	\$1,066,321.50	\$551,732.75	\$1,066,321.50	\$10,230.77	\$10,230.77
Weil, Gotshal & Manges LLP <i>Counsel to the Official Committee of Unsecured Creditors</i>	2/27/18 Docket No. 4687	\$257,381.00	\$257,381.00	\$257,381.00	\$1,338,611.08	\$257,381.00	\$4,201.99	\$4,201.99

(1) This column provides for allowance of 100% of the fees sought pursuant to each Application.

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(2) This column sets forth the outstanding aggregate holdback amounts from the First, Second, Third, and Fourth Interim Fee Periods. There are no holdback amounts for the Fifth Interim Fee Period.

(3) The compensation and expenses sought in the application filed by Kobre & Kim LLP (“K&K”) may be subject to different treatment depending on whether they relate to work that is or is not subject to the Investigation/Prosecution Cap (as defined in the application filed by K&K and set forth in paragraph 10(b) of the *Final Order (I) Authorizing Debtors to (A) Obtain Senior Secured, Superpriority, Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 364(C)(1), 364(C)(2), 364(C)(3), 364(D)(1), and 364(E) and (B) Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363, and (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to Bankruptcy Code Sections 361, 362, 363 and 364* [Docket No. 523], as amended by the Plan.

(4) As set forth in the Application filed by Rothschild Inc. (“Rothschild”), due to the Received Fee Cap (as defined in the Application filed by Rothschild), Rothschild has not sought payment of fees in excess of the aggregate cap of \$22,000,000.00.

(5) After Skadden, Arps, Slate, Meagher & Flom LLP (“Skadden”) filed its monthly fee statements for November and December 2017, Skadden processed two additional invoices from an outside vendor relating to data hosting expenses incurred during those months. Each of those invoices sought payment of \$6,221.90 for such expenses, and accordingly Skadden is seeking reimbursement of \$110,752.68 for actual, reasonable and necessary expenses incurred during the Fifth Interim Fee Period, rather than \$98,308.88.

DATE ON WHICH ORDER WAS SIGNED: 4/11/2018

INITIALS: SMB USBJ

Schedule B

Case No: 16-10992 (SMB) (Jointly Administered)

Case Name: In re: SUNEDISON, INC., *et al.*

FINAL FEE PERIOD April 21, 2016 – December 29, 2017 (unless stated otherwise)							
Applicant	Total Fees Allowed	Total Expenses Allowed	Total Fees and Expenses Allowed	Less VPFR	Net Total Fees and Expenses to be Paid	Total Fees and Expenses Previously Paid	Net Fees and Expenses Due
Alvarez and Marsal North America, LLC <i>Financial Advisor for the Official Committee of Unsecured Creditors</i> <i>(for work not subject to the Investigation/Prosecution Cap)</i>	\$5,186,833.00 ¹	\$60,464.04	\$5,247,297.04	(\$100,000.00)	\$5,147,297.04	\$4,696,270.04	\$451,027.00
Alvarez and Marsal North America, LLC <i>Financial Advisor for the Official Committee of Unsecured Creditors</i> <i>(for work subject to the Investigation/Prosecution Cap)</i>	\$13,476.75 ¹	\$0.00	\$13,476.75	\$0.00	\$13,476.75	\$0.00	\$13,476.75
Brown Rudnick LLP ² <i>Special Litigation Counsel to the Debtors</i>	\$2,583,651.25	\$69,828.97	\$2,653,480.22	(\$50,000.00)	\$2,603,480.22	\$2,424,785.37	\$178,694.85
Cohen & Gresser LLP <i>Special Counsel to the Debtors</i>	\$16,224,311.00	\$2,405,735.14	\$18,630,046.14	(\$335,000.00)	\$18,295,046.14	\$16,660,425.64	\$1,634,620.50
Ernst & Young LLP <i>Tax Services Provider for the Debtors</i>	\$2,035,990.76	\$2,400.66	\$2,038,391.42	\$0.00	\$2,038,391.42	\$1,786,498.85	\$251,892.57

FINAL FEE PERIOD April 21, 2016 – December 29, 2017 (unless stated otherwise)							
Applicant	Total Fees Allowed	Total Expenses Allowed	Total Fees and Expenses Allowed	Less VPFR	Net Total Fees and Expenses to be Paid	Total Fees and Expenses Previously Paid	Net Fees and Expenses Due
Eversheds Sutherland (International) LLP <i>Special Counsel to the Debtors</i>	\$1,869,362.15	\$6,187.94	\$1,875,550.09	(\$35,000.00)	\$1,840,550.09	\$1,661,430.59	\$179,119.50
Joseph Hage Aaronson LLC <i>Special Litigation Counsel to the Debtors</i>	\$340,178.50	\$2,547.95	\$342,726.45	(\$5,000.00)	\$337,726.45	\$310,194.92	\$27,531.53
Keen-Summit Capital Partners LLC ² <i>Real Estate Advisor to the Debtors</i>	\$620,000.00	\$0.00	\$620,000.00	(\$15,000.00)	\$605,000.00	\$558,000.00	\$47,000.00
Kobre & Kim LLP ² <i>Special Counsel to the Official Committee of Unsecured Creditors</i> <i>(for work not subject to the Investigation/Prosecution Cap)</i>	\$542,586.71 ¹	\$5,079.92	\$547,666.63	(\$15,000.00)	\$532,666.63	\$483,276.50	\$49,390.13
Kobre & Kim LLP <i>Special Counsel to the Official Committee of Unsecured Creditors</i> <i>(for work subject to the Investigation/Prosecution Cap)</i>	\$1,744,229.69 ¹	\$0.00	\$1,744,229.69	\$0.00	\$1,744,229.69	\$0.00	\$1,744,229.69
KPMG LLP <i>Auditor and Tax Consultant to the Debtors</i>	\$1,183,815.00	\$2,609,617.58	\$3,793,432.58	\$0.00	\$3,793,432.58	\$3,671,838.61	\$121,593.97
Lazard Freres and Co. LLC <i>Investment Banker to the Official Committee of Unsecured Creditors</i>	\$12,397,370.97 ³	\$27,001.71	\$12,424,372.68	(\$455,000.00)	\$11,969,372.68	\$3,375,485.58	\$8,593,887.10

DATE ON WHICH ORDER WAS SIGNED: 4/11/2018

INITIALS: SMB USBJ

FINAL FEE PERIOD April 21, 2016 – December 29, 2017 (unless stated otherwise)							
Applicant	Total Fees Allowed	Total Expenses Allowed	Total Fees and Expenses Allowed	Less VPFR	Net Total Fees and Expenses to be Paid	Total Fees and Expenses Previously Paid	Net Fees and Expenses Due
McKinsey Recovery & Transformation Services U.S., LLC <i>Restructuring Advisor for the Debtors</i>	\$14,172,959.25	\$1,165,730.06	\$15,338,689.31	(\$315,000.00)	\$15,023,689.31	\$13,911,434.18	\$1,112,255.13
Morrison & Foerster LLP <i>Special Renewable Energy Counsel to the Official Committee of Unsecured Creditors</i>	\$3,486,319.50	\$8,843.97	\$3,495,163.47	(\$75,000.00)	\$3,420,163.47	\$3,172,770.46	\$247,393.01
PricewaterhouseCoopers LLP <i>Financial Advisors to the Debtors</i>	\$15,080,351.40	\$835,962.80	\$15,916,314.20	(\$25,000.00)	\$15,891,314.20	\$14,325,774.33	\$1,565,539.87
Prime Clerk LLC <i>Administrative Agent to the Debtors</i>	\$327,904.60	\$1,573.47	\$329,478.07	\$0.00	\$329,478.07	\$259,471.21	\$70,006.86
Rothschild Inc. <i>Financial Advisor and Investment Banker for the Debtors</i>	\$22,000,000.00 ⁴	\$284,448.13	\$22,284,448.13	(\$220,000.00)	\$22,064,448.13	\$22,052,555.42	\$11,892.71
Skadden, Arps, Slate, Meagher & Flom LLP <i>Counsel to the Debtors</i>	\$73,919,381.99	\$1,808,105.77 ⁵	\$75,727,487.76	(\$1,430,000.00)	\$74,297,487.76	\$67,790,562.06	\$6,506,925.70
Togut Segal & Segal LLP <i>Co-Counsel to the Debtors</i>	\$6,583,649.00	\$59,533.92	\$6,643,182.92	(\$100,000.00)	\$6,543,182.92	\$5,825,245.37	\$717,937.55
Weil, Gotshal & Manges LLP <i>Counsel to the Official Committee of Unsecured Creditors</i> <i>(for work not subject to the Investigation/Prosecution Cap)</i>	\$14,308,795.75 ¹	\$220,865.90	\$14,529,661.65	(\$345,000.00)	\$14,184,661.65	\$13,292,905.68	\$891,755.97

DATE ON WHICH ORDER WAS SIGNED: 4/11/2018

INITIALS: SMB USBJ

FINAL FEE PERIOD April 21, 2016 – December 29, 2017 (unless stated otherwise)							
Applicant	Total Fees Allowed	Total Expenses Allowed	Total Fees and Expenses Allowed	Less VPFR	Net Total Fees and Expenses to be Paid	Total Fees and Expenses Previously Paid	Net Fees and Expenses Due
Weil, Gotshal & Manges LLP <i>Counsel to the Official Committee of Unsecured Creditors</i> <i>(for work subject to the Investigation/Prosecution Cap)</i>	\$492,293.56 ¹	\$0.00	\$492,293.56	\$0.00	\$492,293.56	\$0.00	\$492,293.56

- (1) Though the Applications filed by Alvarez and Marsal North America, LLC (“A&M”), K&K, and Weil, Gotshal & Manges LLP (“Weil”) requested allowance of total fees of \$5,205,483.50, \$2,956,429.50, and \$14,794,601.75, respectively, such amounts included fees that were subject to the Investigation/Prosecution Cap. For administrative ease, the Reorganized Debtors and A&M, K&K, and Weil have agreed that all prior payments for fees generated shall be allocated to payments relating to work that is not subject to the Investigation/Prosecution Cap. Of the \$2.25 million that the Debtors reserved for payment of fees generated relating to work covered by the Investigation/Prosecution Cap, A&M shall be paid \$13,476.75, K&K shall be paid \$1,744,229.69, and Weil shall be paid \$492,293.56, in each case, in full satisfaction of all fees generated and expenses incurred by such Professionals relating to work covered by the Investigation/Prosecution Cap.
- (2) The Applications of certain Professionals who were retained later in these chapter 11 cases request final allowance of fees generated and reimbursement of expenses incurred over a shorter period of time that commenced on a date after the April 21, 2016 Petition Date. Specifically, (i) the Application filed by Brown Rudnick LLP [Docket No. 4678] covered, on a final basis, the period from December 1, 2016 through December 29, 2017, (ii) the Application filed by Keen-Summit Capital Partners LLC [Docket No. 4679] covered, on a final basis, the period from June 20, 2016 through April 30, 2017, and (iii) the Application filed by Kobre & Kim LLP [Docket No. 4686] covered, on a final basis, the period from September 15, 2016 through December 29, 2017.
- (3) Though the Application filed by Lazard Freres and Co. LLC (“Lazard”) requested total fees of \$11,947,370.97, Lazard deducted \$450,000 for its contribution to the Voluntary Professional Fee Reduction. For consistency with the other Applications, this amount has been added to the allowed amount of Lazard’s fee request.
- (4) As set forth in the Application filed by Rothschild, due to the Received Fee Cap (as defined in the Application filed by Rothschild), Rothschild has not sought payment of fees in excess of the aggregate cap of \$22,000,000.00.
- (5) After Skadden filed its monthly fee statements for November and December 2017, Skadden processed two additional invoices from an outside vendor relating to data hosting expenses incurred during those months. Each of those invoices sought payment of \$6,221.90 for such expenses, and accordingly Skadden is seeking reimbursement of \$1,808,105.77 for actual, reasonable and necessary expenses incurred during the Entire Case Period, rather than \$1,795,661.97.